

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER REGARDING LEAD PLAINTIFFS' MOTION TO  
COMPEL DISCOVERY RELATING TO THE DEBTORS' AY**

Upon the motion, dated December 23, 2005 (Docket No. 1619) (the "Motion"), of Teachers' Retirement System of Oklahoma, Public Employees' Retirement System of Mississippi, Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP, lead plaintiffs of a putative class ("Lead Plaintiffs"), for an order compelling discovery with respect to the Debtors' KECP Motion, and upon the Debtors' Objection to the Motion , dated December 29, 2005 (Docket No. 1691); and upon the record of the hearing held on the Motion on January 5, 2006; and January 13, 2006, after due deliberation thereon; and, for the reasons stated by the Court in its bench ruling, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Debtors shall produce, subject to designation as Highly Confidential under the Stipulation and Protective Order (i.e., attorneys and their retained professional advisors only), a list of the executives who are intended to be eligible, under the KECP, for Annual Incentive Program (AIP) payments for a period commencing no earlier than October 8, 2005, and ending no later than June 30, 2006.

2. The Debtors shall produce a list of the 25 individuals referenced in the KECP Motion, and others whom the Debtors intend to reference in support of the KECP Motion, who departed the Company's employ and, to the extent known by the Company, the reasons for each person's departure.

3. The Debtors shall produce, on or before January 20, 2006, the declaration (with supporting exhibits, if any) of the person they intend to call to testify in support of the KECP Motion concerning the processes that Delphi's Audit Committee employed to determine whether Company personnel engaged in behaviors related to the accounting matters alleged in the Consolidated Securities Litigation such that they should be separated from the Company. The Debtors shall make that individual available for deposition (of no more than three hours) early in the week of January 23, 2006.

4. The Debtors shall produce, on or before January 20, 2006, a description of the procedures they intend to employ in connection with the KECP to insure that individuals eligible for benefits under the KECP do not obtain or retain those benefits in the event that it is ultimately determined that they engaged in illegal conduct related to the accounting matters alleged in the Consolidated Securities Litigation.

5. Except as provided in the foregoing paragraphs, the Motion is DENIED.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York  
January \_\_, 2006

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UNITED STATES BANKRUPTCY JUDGE